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04-18-2003

Form PTO-1594
(Rev. 10/02)
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DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Elsevier U.S. Holdings, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other State of Delaware
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/29/1993

2. Name and address of receiving party(ies)

Name: Reed Elsevier U.S. Holdings, Inc.

Internal Address: 9th Floor

Street Address: 1105 North Market Street

City: Wilmington State: DE Zip: 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 751756

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Denise Bierlein

Internal Address: Reed Elsevier

Street Address: 1105 N. Market Street

9th Floor

City: Wilmington State: DE Zip: 19801

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502073 (Elsevier Science)

DO NOT USE THIS SPACE

9. Signature.

Denise Bierlein

Name of Person Signing

Denise Bierlein

Signature

April 8, 2003

Date

04/17/2003 DRYRME 00000061 502073 751756

Total number of pages including cover sheet, attachments, and document: 1

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

RECORDS SECTION

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TRADEMARK
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CERTIFICATE OF MERGER
OF
ELSEVIER U.S. HOLDINGS INC.
AND
REED INVESTMENTS INC.
INTO
REED ELSEVIER U.S. HOLDINGS INC.

(Pursuant to Section 251 of the
Delaware General Corporation Law)

Reed Elsevier U.S. Holdings Inc., Reed Investments Inc. and Elsevier U.S. Holdings Inc. do hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations is as follows:

- (i) Reed Elsevier U.S. Holdings Inc., which is incorporated under the laws of the State of Delaware; and
- (ii) Reed Investments Inc., which is incorporated under the laws of the State of Delaware; and
- (iii) Elsevier U.S. Holding Inc., which is incorporated under the laws of the State of Delaware.

SECOND: A Plan and Agreement of Merger (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent

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~~corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.~~

THIRD: The name of the surviving corporation in the merger herein certified is Reed Elsevier U.S. Holdings Inc.

FOURTH: The Certificate of Incorporation of Reed Elsevier U.S. Holdings Inc. shall continue to be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1105 North Market Street, Suite 1142, Wilmington, Delaware 19801.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any of the constituent corporation.

SEVENTH: The merger herein certified shall be effective January 1, 1994.

IN WITNESS WHEREOF, the constituent corporations have caused this certificate to be executed by their officers thereunto duly authorized this 29th day of December, 1993.

ATTEST:

REED ELSEVIER U.S. HOLDINGS INC.

By: Henry Z. Horbaczewski

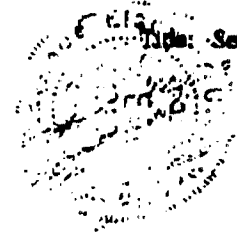
By: Peter J. Davis

Name: Henry Z. Horbaczewski

Name: Peter J. Davis

Title: Secretary

Title: President



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ELSEVIER U.S. HOLDINGS INC.", A DELAWARE CORPORATION,

"REED INVESTMENTS INC.", A DELAWARE CORPORATION,

WITH AND INTO "REED ELSEVIER U.S. HOLDINGS INC." UNDER THE NAME OF "REED ELSEVIER U.S. HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTE DAY OF DECEMBER, A.D. 1993, AT 10:50 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8864323

DATE: 10/13/98

REEL: 1688 FRAME: 0370

RECORDED: 04/14/2003

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